

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

In the Matter of the Arbitration Proceedings between

JOHN HANCOCK LIFE
INSURANCE COMPANY,
Petitioner,

Civil Action No.
04-10181MLW

and

SPHERE DRAKE INSURANCE LIMITED,
Respondent.

**PARTIES' JOINT PROPOSED SCHEDULING ORDER PURSUANT TO
FEBRUARY 13, 2004 AND FEBRUARY 20, 2004 COURT ORDERS**

Further to this Court's Orders dated February 13, 2004 and February 20, 2004, John Hancock Life Insurance Company ("John Hancock") and Sphere Drake Insurance Limited ("Sphere Drake") state that they have conferred on the possibility of settlement and will report to the Court on the outcome of these discussions. Additionally, the parties hereby submit the following Proposed Scheduling Order:

1. By March 10, 2004:
 - (a) John Hancock shall file with the Court any opposition to Sphere Drake's Motion to Dismiss or in the Alternative Stay the Verified Amended Petition of John Hancock to Compel Arbitration Proceedings;
 - (b) Sphere Drake shall file with the Court any opposition to John Hancock's Motion to Strike Portions of Sphere Drake's Supporting Memorandum and the Affidavit of Raymond Bell;

(c) Both parties shall file with the Court any motions to strike additional affidavits; and

(d) Both parties shall file with the Court any supplemental briefs as the parties deem necessary.

2. By March 24, 2004, the parties shall file with the Court their replies to the filings described in (1)(a) and (b) above and responses to any other March 10, 2004 filings.

3. By April 7, 2004, the parties will exchange with each other their respective proposed Joint Statement of Undisputed Facts with the evidence supporting each proposed fact.

4. By April 21, 2004, the parties will exchange counterproposals to the other's proposed Joint Statement of Undisputed Facts, indicating which facts they agree can be included in the Joint Statement of Undisputed Facts, which facts they object to being included in the Joint Statement of Undisputed Facts, and the basis for their objections.

5. By May 12, 2004, the parties shall file with the Court their Joint Statement of Undisputed Facts and John Hancock shall file with the Court its Motion for Summary Judgment with supporting Memorandum, and a Local Rule 56.1 Statement of Additional Facts that John Hancock contends are not in dispute.

6. By May 26, 2004, Sphere Drake shall file with the Court its opposition to the Motion for Summary Judgment and response to the Local Rule 56.1 Statement.

7. By June 4, 2004, John Hancock shall file any reply memorandum in support of its Motion for Summary Judgment.

Respectfully submitted,

SPHERE DRAKE INSURANCE
LIMITED

By their attorney;

/s/
Andrea Peraner-Sweet (BBO#550515)
Heather V. Baer (BBO#566746)
Sally & Fitch
225 Franklin Street
Boston, MA 02110
(617) 542-5542

JOHN HANCOCK
LIFE INSURANCE COMPANY

By their attorney;

/s/
Mitchell S. King BBO#2728107
Prince, Lobel, Glovsky & Tye LLP
585 Commercial Street
Boston, MA 02109
(617) 456-8000

Dated: February 27, 2004